

EXHIBIT B

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UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

Case No. 05-44481

Adv. Case No. 07-01435

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In the Matter of:

DELPHI CORPORATION, ET AL.,

Debtor.

- - - - -x

U.S. Bankruptcy Court

One Bowling Green

New York, New York

August 16, 2007

10:05 a.m.

B E F O R E:

HON. ROBERT D. DRAIN

U.S. BANKRUPTCY JUDGE

1 MOTION for an Order Authorizing the Official Committee of
2 Unsecured Creditors to Prosecute the Debtors' Claim and
3 Defenses Against General Motors Corporation and Certain Former
4 Officers of the Debtors

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6 DEBTORS' Eighteenth Omnibus Objection (Procedural) to Claims

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8 DEBTORS' Nineteenth Omnibus Objection (Substantive) to Claims

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10 EX PARTE MOTION for Order Authorizing the Official Committee of
11 Equity Security Holders to File Under Seal a Supplemental
12 Objection in Further Support of the Equity Committee's
13 Objection to the Motion for an Order Authorizing the Official C

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15 MOTION for Order Further Extending Deadline to Assume or Reject
16 Leases of Nonresidential Real Property

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18 MOTION to Further Extend Time Period Within Which Debtors May
19 Remove Actions

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21 MOTION Approving Bidding Procedures, Granting Certain Bid
22 Protections, Approving Form and Manner of Sale Notices, And
23 Setting Sale Hearing Date, and Authorizing and Approving Sale
24 of Certain of Debtors' Assets

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DEBTORS' Seventeenth Omnibus Objection

MOTION to Authorize Authorizing Debtors to Enter into
Stipulations Tolling Statute of Limitations with Respect to
Certain Claims Authorizing Procedures to Identify Causes of
Action that Should be Preserved and Establishing Procedures

MOTION to Approve Memoranda of Understanding Among IUOE, IBEEW,
IAM, Delphi and General Motors Corporation Including
Modification of IUOE, IBEW and IAM Collective Bargaining
Agreements and Retiree Welfare Benefits for Certain IUOE, IBEW

MOTION to Approve Memorandum of Understanding Among IUE-CWA,
Delphi and General Motors Corporation

PRE TRIAL CONFERENCE in Delphi Corporation v. National Union
Fire Insurance Company of Pittsburg

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1 tolling agreements it provides that each debtor is deemed to
2 have entered into such a stipulation with the other debtors,
3 which is fine. And then it says and "affiliate non-debtor
4 entities." And I added there "either controlled by the debtors
5 or that had actual notice of the motion." I guess it's
6 conceivable that you have an affiliate that you don't control,
7 it didn't get noticed and I don't think they would be bound by
8 this. And then there's a bit of ambiguity in paragraph 5. As
9 I understand it there are two categories of actions that you're
10 allowed to abandon here without any further notice to anyone.
11 And they're described in the motion papers. Then there's
12 another group that also falls into certain categories where you
13 have to give notice to the two committees. And I just made it
14 a little -- I think that's what's contemplated here.

15 MR. BUTLER: Yes, Your Honor.

16 THE COURT: I just made that a little clearer. And
17 then the last point is -- and I'm assuming you've discussed
18 this with the clerk, I thought the phrase "indicate is subject
19 to these procedures" was a little vague or squishy so I
20 actually -- you have some mechanism where you're going to tell
21 the clerk of this.

22 MR. BUTLER: Yes.

23 THE COURT: So I want to make that a little clearer.

24 MR. BUTLER: Do you want to designate or --

25 THE COURT: I put that in. Anyway I'll -- I know

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1 this order's been fairly carefully worked out with the parties.
2 So what I'm going to do is give you my mark-up, I tried to
3 write neatly and you can share it with them. But I don't think
4 it changes the motion. But let me say for the record, the
5 motion in addition to being unopposed sets forth good cause and
6 to the extent you needed good business reasons for all the
7 relief that you're seeking here, and that includes the ceiling
8 portion of it and consequently I'll approve it in full.

9 MR. BUTLER: Thank you, Your Honor.

10 THE COURT: And as you know, I said this at the
11 chambers conference, I'm a firm believer in the majority of
12 cases that say that you can toll the period under 546 and also
13 that the abandonment to the extent you're not tolling it does
14 not waive rights under 502(d) and I actually put in the order
15 that you're not waiving and you're preserving your rights under
16 502(d). So that will get entered.

17 MR. BUTLER: Thank you, Your Honor. Your Honor, the
18 next matter on the agenda is matter number 6. Matter number 6
19 and 7 are actually motions that approve memorandums of
20 understanding with four of our six U.S. unions, labor unions.
21 I'm going to present them separately.

22 The first one, matter number 6, is the IUOE, the IBEW
23 and the IAM, 1113, 1114 supplementary retirement benefit
24 approval motions is filed at docket number 8906 and it is
25 unopposed. Your Honor, as you know, this motion which deals